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October 9, 2002

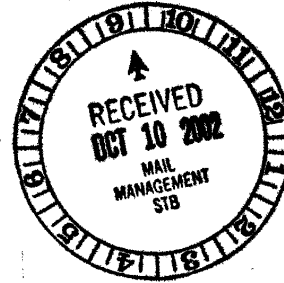
VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Barbara Sadler

RECORDATION NO. 24170 FILED

OCT 10 '02 11:41 AM

SURFACE TRANSPORTATION BOARD



Re: Filing of Memorandum of Lease between Midwest Railcar Corporation
and Protrade Steel Corporation
(Purchase of Gondolas under Lease to Protrade Steel Corporation, Ltd.)

Dear Ms. Sadler:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and (1) one certified copy of a Memorandum of Lease, dated September 4, 2002, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

Lessee: ProTrade Steel Company, Ltd.
70 West Streetsboro St.
Suite 201
Hudson, OH 44236

A description of the railroad equipment covered by the enclosed documents is:

Eleven (11) 400 c.f. Thrall Built flat-bottom Gondolas, AAR Car Type Code J301 bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

A short summary of the document to appear in the index follows:

Surface Transportation Board
May 15, 2002
Page 2

MILES & STOCKBRIDGE P.C.

Memorandum of Lease between Midwest Railcar Corporation, as Lessor and Protrade Steel Corporation, as Lessee covering Eleven (11) 400 c.f. Thrall Built flat-bottom Gondolas, AAR Car Type Code J301 bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,



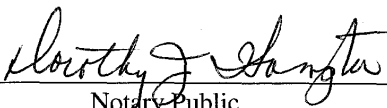
Doti J. Hampton
Legal Assistant

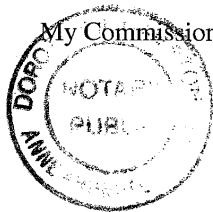
Enclosures

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Lease is a true and complete copy of said Memorandum of Lease.

WITNESS my hand and seal this 9th day of October, 2002.


Notary Public



My Commission Expires:

DOROTHY J. HAMPTON
NOTARY PUBLIC, ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005

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OCT 10 '02 11-41 AM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE

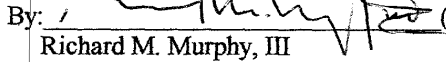
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of September 4, 2002 by MIDWEST RAILCAR CORPORATION ("Lessor"), and PROTRADE STEEL COMPANY, LTD., an Ohio LLC Corporation ("Lessee").

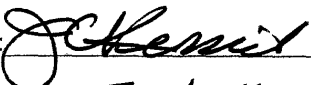
Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of January 28, 2002 ("Lease") certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:  (SEAL)
Richard M. Murphy, III
President

PROTRADE STEEL COMPANY, LTD.

By:  (SEAL)
Name: JACK KERSICK
Title: CEO

STATE OF OHIO, COUNTY OF Summit, TO WIT:

I HEREBY CERTIFY, that on this 6 day of Sept, 2002, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared JACK KESSICK, who acknowledged himself to be CEO of PROTRADE STEEL COMPANY, LTD., an Ohio LLC Corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized CEO of said corporation by signing the name of the corporation by himself as CEO.

AS WITNESS my hand and notarial seal.

(SEAL)

My Commission Expires:

Kathryn Johnson
Notary Public

KATHRYN JOHNSON, NOTARY PUBLIC
IN AND FOR THE STATE OF OHIO
MY COMMISSION EXPIRES AUGUST 7TH, 2006

STATE OF MINNESOTA, COUNTY OF SHERBURNE, TO WIT:

I HEREBY CERTIFY, that on this 13 day of Sept, 2002, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.

(SEAL)

My Commission Expires:

1-31-06

David L. Smith
Notary Public

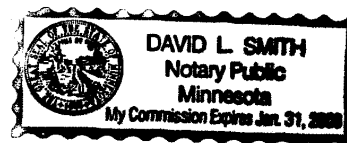


EXHIBIT A

DESCRIPTION OF RAILCARS

(11) 4000 c.f. Thrall built flat-bottom Gondolas, AAR Car Type Code J301.

CAR NUMBERS:

MWCX 100012
MWCX 100013
MWCX 100015
MWCX 100016
MWCX 100017
MWCX 100018
MWCX 100019
MWCX 100020
MWCX 100021
MWCX 100022
MWCX 100023